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TELSOR

PAGE 01

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**COMBINED DECLARATION AND POWER OF ATTORNEY
FOR UTILITY PATENT APPLICATION**

Attorney's Docket No.

032693-023

As a below-named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I BELIEVE I AM THE ORIGINAL, FIRST AND SOLE INVENTOR (if only one name is listed below) OR AN ORIGINAL, FIRST AND JOINT INVENTOR (if more than one name is listed below) OF THE SUBJECT MATTER WHICH IS CLAIMED AND FOR WHICH A PATENT IS SOUGHT ON THE INVENTION ENTITLED:

LOAN REPAY ENFORCEMENT SYSTEM

the specification of which

(check one)



is attached hereto;



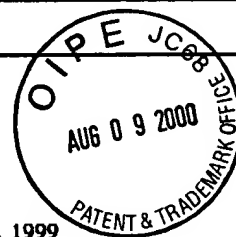
was filed on August 10, 1999

as

Application No. 09/371,697

and was amended on _____;

(if applicable)



I HAVE REVIEWED AND UNDERSTAND THE CONTENTS OF THE ABOVE-IDENTIFIED SPECIFICATION, INCLUDING THE CLAIMS, AS AMENDED BY ANY AMENDMENT REFERRED TO ABOVE;

I ACKNOWLEDGE THE DUTY TO DISCLOSE TO THE OFFICE ALL INFORMATION KNOWN TO ME TO BE MATERIAL TO PATENTABILITY AS DEFINED IN TITLE 37, CODE OF FEDERAL REGULATIONS, Sec. 1.56 (as amended effective March 16, 1992);

I do not know and do not believe the said invention was ever known or used in the United States of America before my or our invention thereof, or patented or described in any printed publication in any country before my or our invention thereof or more than one year prior to said application; that said invention was not in public use or on sale in the United States of America more than one year prior to said application; that said invention has not been patented or made the subject of an inventor's certificate issued before the date of said application in any country foreign to the United States of America on any application filed by me or my legal representatives or assigns more than twelve months prior to said application;

I hereby claim foreign priority benefits under Title 35, United States Code Sec. 119 and/or Sec. 365 of any foreign application(s) for patent or inventor's certificate as indicated below and have also identified below any foreign application for patent or inventor's certificate on this invention having a filing date before that of the application(s) on which priority is claimed:

OK to Enter

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COMBINED DECLARATION AND POWER OF ATTORNEY

Attorney's Docket No.

032693-023

COUNTRY/INTERNATIONAL	APPLICATION NUMBER	DATE OF FILING (day, month, year)	PRIORITY CLAIMED
			YES_ NO_
			YES_ NO_

I hereby appoint the following attorneys and agent(s) to prosecute said application and to transact all business in the Patent and Trademark Office connected therewith and to file, prosecute and to transact all business in connection with international applications directed to said invention:

William L. Mathis	17,337	R. Denny Harrington	27,903	Gerald P. Swiss	30,113
Robert S. Swecker	19,885	Eric H. Weisblat	30,505	Michael J. Ure	33,089
Platon N. Mandros	22,124	James W. Peterson	26,057	Charles F. Wieland III	33,096
Benton S. Duffett, Jr.	22,030	Teresa Stanek Rea	30,427	Bruce T. Wieder	33,815
Norman H. Stepmo	22,716	Robert E. Krebs	25,885	Todd R. Walters	34,040
Ronald L. Grudziecki	24,970	William C. Rowland	30,888	Ronni S. Jillions	31,979
Frederick G. Michaud, Jr.	26,003	T. Gene Dillahunty	25,423	Harold R. Brown III	36,341
Alan E. Kopecki	25,813	Patrick C. Keane	32,858	Allen R. Baum	36,086
Regis E. Slutter	26,999	Bruce J. Boggs, Jr.	32,344	Steven M. du Bois	35,023
Samuel C. Miller, III	27,360	William H. Benz	25,952	Brian P. O'Shaughnessy	32,747
Robert G. Mukai	28,531	Peter K. Skiff	31,917	Kenneth B. Leffler	36,075
George A. Hovanec, Jr.	28,223	Richard J. McGrath	29,195	Fred W. Hathaway	32,236
James A. LaBarre	28,632	Matthew L. Schneider	32,814		
E. Joseph Gess	28,510	Michael G. Savage	32,596		

**21839**

and:

Address all correspondence to:

**21839**

E. Joseph Gess
BURNS, DOANE, SWECKER & MATHIS, L.L.P.
P.O. Box 1404
Alexandria, Virginia 22313-1404

Address all telephone calls to: E. Joseph Gess at (703) 836-6620.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

FULL NAME OF SOLE OR FIRST INVENTOR	SIGNATURE	DATE
Frank SIMON		6-16-00
RESIDENCE	CITIZENSHIP	
31959 Via Ararat, Bonsall CA	USA	
POST OFFICE ADDRESS		
Same as above.		
FULL NAME OF SECOND JOINT INVENTOR, IF ANY	SIGNATURE	DATE
Mike SIMON		6/16/00
RESIDENCE	CITIZENSHIP	
2404 Gird Road, Fallbrook, CA	USA	
POST OFFICE ADDRESS		
Same as above.		

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COMBINED DECLARATION AND POWER OF ATTORNEY

Attorney's Docket No.

032693-023

FULL NAME OF THIRD JOINT INVENTOR, IF ANY	SIGNATURE	DATE
Ron MUELLER	X	X
RESIDENCE	CITIZENSHIP	
4027 Bonita View Drive, Bonita, CA	USA	
POST OFFICE ADDRESS		
Same as above.		

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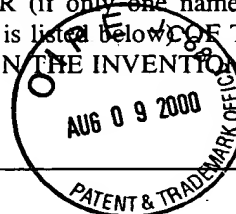
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Frank SIMON	✓	✓
RESIDENCE	CITIZENSHIP	
31959 Via Ararat, Bonsall CA	USA	
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Mike SIMON		6/16/00
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2404 Gird Road, Fallbrook, CA	USA	
POST OFFICE ADDRESS		
Same as above.		

COMBINED DECLARATION AND POWER OF ATTORNEY	Attorney's Docket No. 032693-023
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FULL NAME OF THIRD JOINT INVENTOR, IF ANY Ron MUELLER	SIGNATURE <i>Ron Mueller</i>	DATE X 7/14/00
RESIDENCE 4027 Bonita View Drive, Bonita, CA	CITIZENSHIP USA	
POST OFFICE ADDRESS Same as above.		